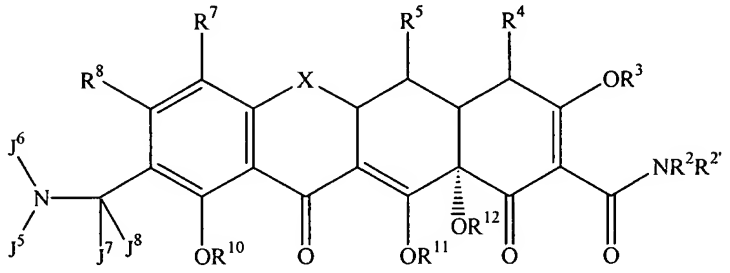
AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions of the claims and listing of the claims in the application:

1.-15. (Cancelled)

16. (Currently Amended) A tetracycline compound of formula (III):



(III)

wherein:

J^5 and J^6 are each independently hydrogen, alkyl, alkenyl, alkynyl, aryl, sulfonyl, acyl, alkoxycarbonyl, alkaminocarbonyl, alkaminothiocarbonyl, substituted thiocarbonyl, substituted carbonyl, alkoxythiocarbonyl, or linked to form a ring;

J^7 and J^8 are each alkyl, halogen, or hydrogen;

X is ~~$CHC(R^{13}Y'Y)$,~~ $CR^{6'}R^6$~~, $C=CR^{6'}R^6$, S, NR^6, or O~~;

R^2, $R^{2'}$, $R^{4'}$, and $R^{4''}$ are each independently hydrogen, alkyl, alkenyl, alkynyl, alkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, alkylamino, arylalkyl, aryl, heterocyclic, heteroaromatic or a prodrug moiety;

R^4 is $NR^{4'}R^{4''}$, alkyl, alkenyl, alkynyl, aryl, hydroxyl, halogen, or hydrogen;

~~$R^{2'}$~~; R^3, R^{10}, R^{11} and R^{12} are each hydrogen or a pro-drug moiety;

R^5 is hydroxyl, hydrogen, thiol, alkanoyl, aroyl, alkaroyl, aryl, heteroaromatic, alkyl, alkenyl, alkynyl, alkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, alkylamino, arylalkyl, alkyl carbonyloxy, or aryl carbonyloxy;

R^6 and $R^{6'}$ are each independently hydrogen, methylene, absent, hydroxyl, halogen, thiol, alkyl, alkenyl, alkynyl, aryl, alkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, alkylamino, or an arylalkyl;

R^7 is hydrogen, nitro, alkyl, alkenyl, alkynyl, aryl, alkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, arylalkyl, amino, arylalkenyl, arylalkynyl, thionitroso, or $-(CH_2)_{0-3}NR^{7c}C(=W')WR^{7a}$;

W is $CR^{7d}R^{7e}$, S, NR^{7b} or O;

W' is O, S, or NR^{7f};

R^{7a}, R^{7b}, R^{7c}, R^{7d}, and R^{7e} are each independently hydrogen, acyl, alkyl, alkenyl, alkynyl, alkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, alkylamino, arylalkyl, aryl, heterocyclic, heteroaromatic or a prodrug moiety;

R^8 is hydrogen, hydroxyl, halogen, thiol, alkyl, alkenyl, alkynyl, aryl, alkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, alkylamino, or an arylalkyl;

R^{13} is hydrogen, hydroxy, alkyl, alkenyl, alkynyl, alkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, alkylamino, or an arylalkyl; and

~~Y' and Y are each independently hydrogen, halogen, hydroxyl, cyano, sulfhydryl, amino, alkyl, alkenyl, alkynyl, alkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, alkylamino, or an arylalkyl, and~~ pharmaceutically acceptable salts thereof.

17. (Original) The tetracycline compound of claim 16, wherein R^4 is $NR^{4'}R^{4''}$, X is $CR^6R^{6'}$; R^2, $R^{2'}$, R^6, $R^{6'}$, R^8, R^{10}, R^{11}, and R^{12} are each hydrogen; $R^{4'}$ and $R^{4''}$ are lower alkyl; and R^5 is hydroxy or hydrogen.

18. (Original) The tetracycline compound of claim 17, wherein $R^{4'}$ and $R^{4''}$ are each methyl and R^5 is hydrogen.

19. (Original) The tetracycline compound of claim 16, wherein J^7 and J^8 are hydrogen.

20. (Original) The tetracycline compound of claim 16, wherein J^5 is substituted or unsubstituted alkyl.

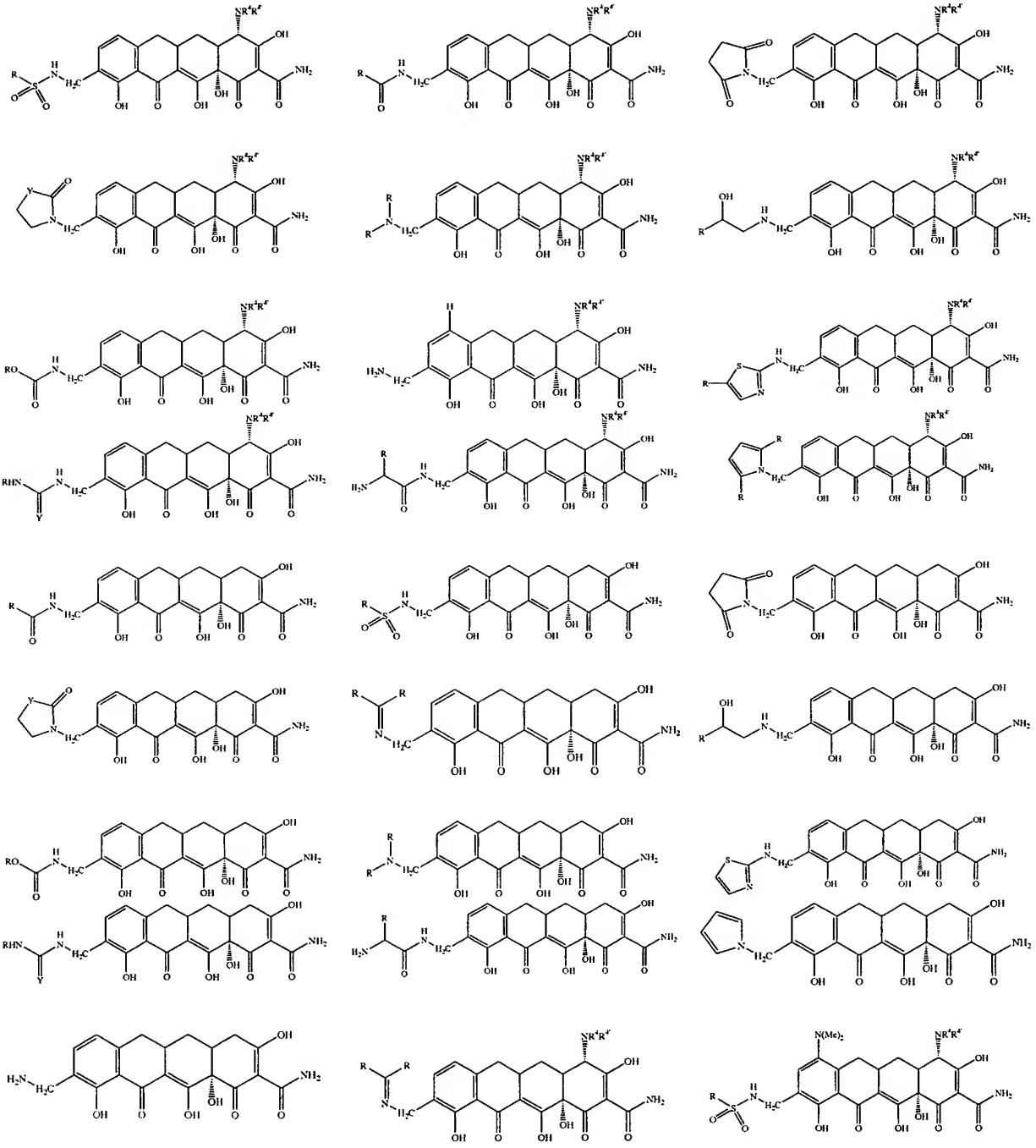
21. (Original) The tetracycline compound of claim 16, wherein J^5 is sulfonyl.

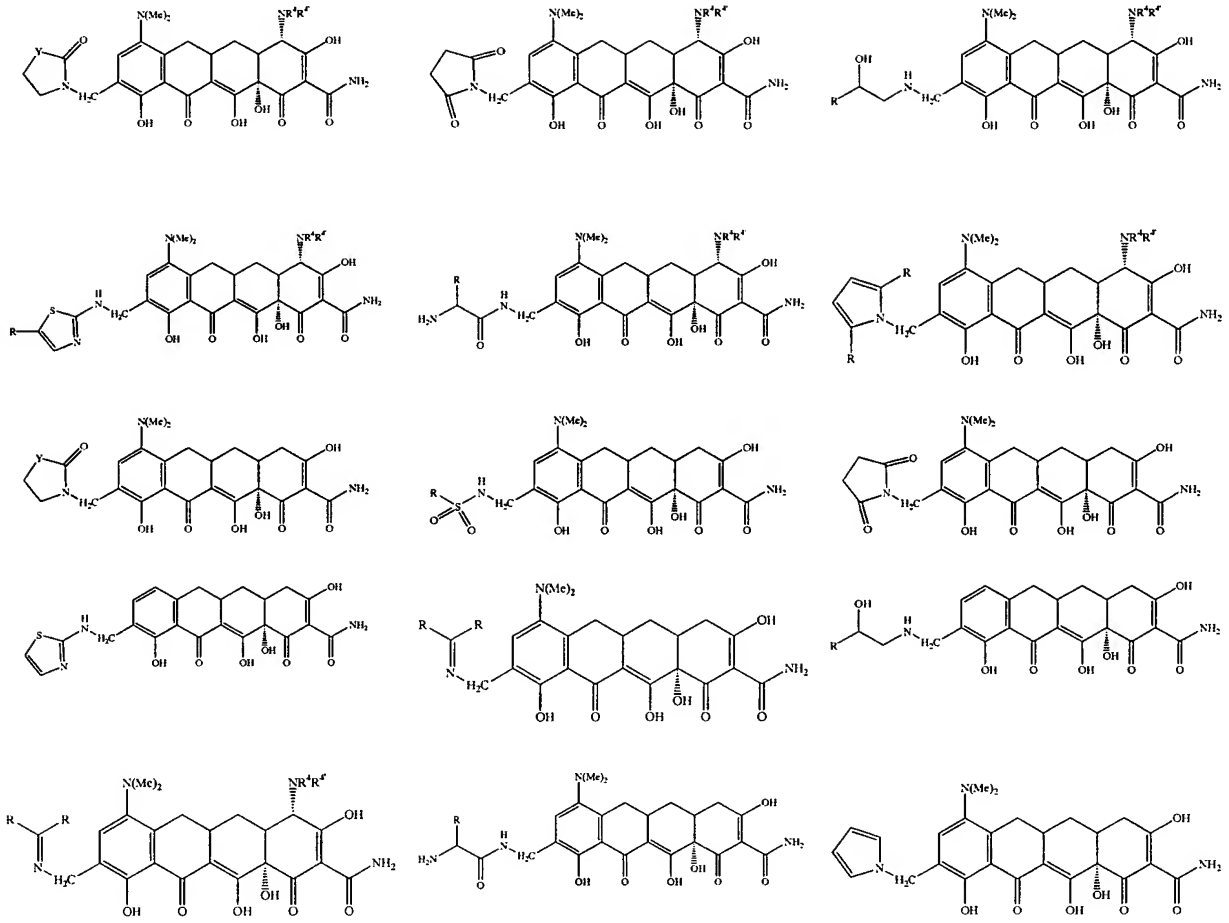
22. (Original) The tetracycline compound of claim 16, wherein J^5 and J^6 are linked to form a ring.

23. (Original) The tetracycline compound of claim 16, wherein J^5 is heteroaryl.

24. (Original) The tetracycline compound of claim 16, wherein J^5 is substituted carbonyl.

25. (Currently Amended) The tetracycline compound of claim 16, wherein said compound is selected from the group consisting of:



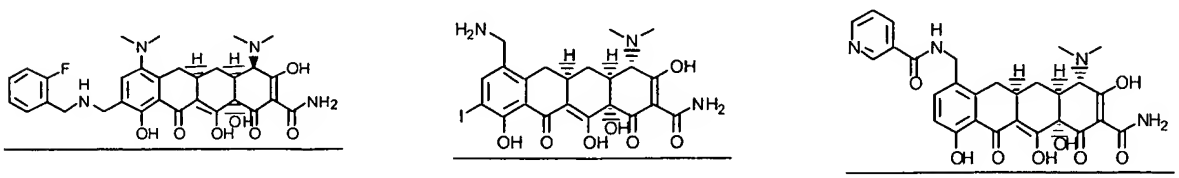


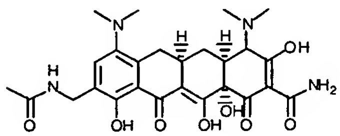
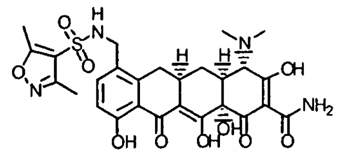
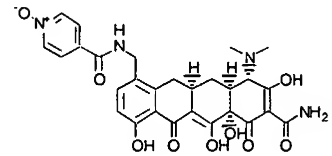
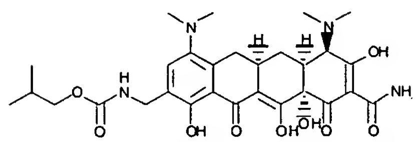
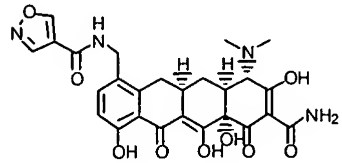
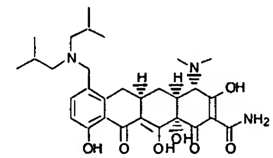
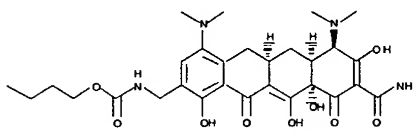
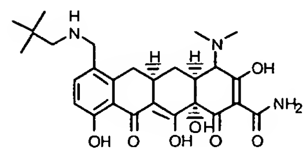
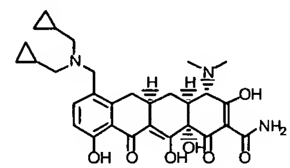
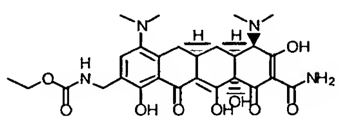
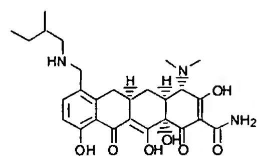
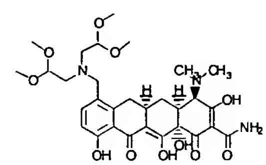
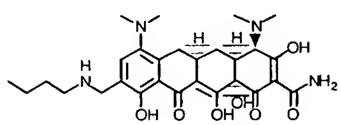
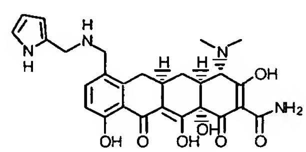
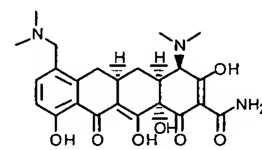
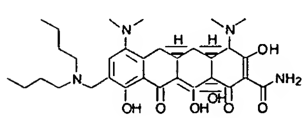
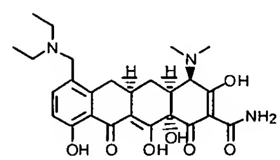
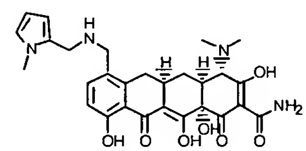
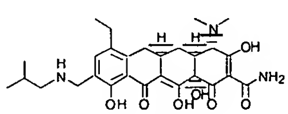
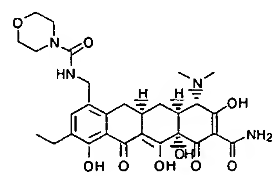
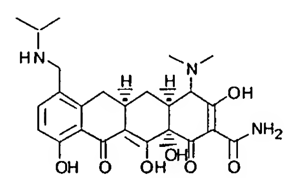
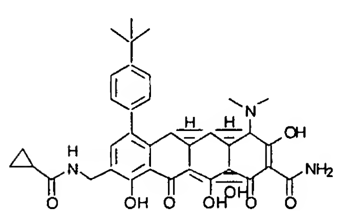
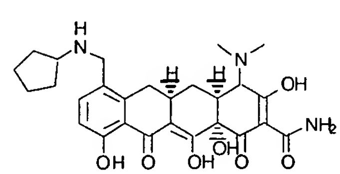
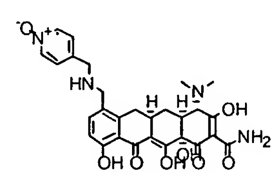
wherein

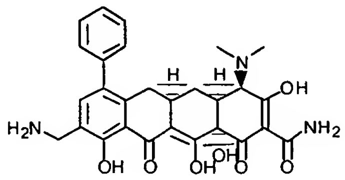
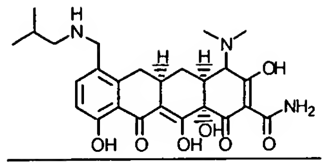
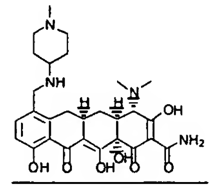
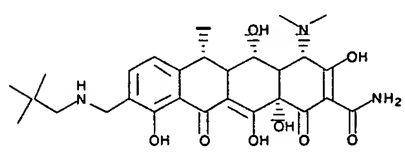
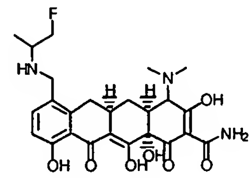
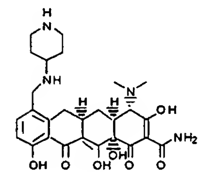
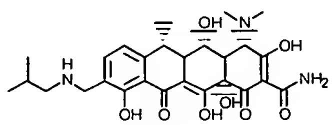
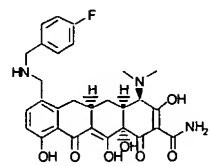
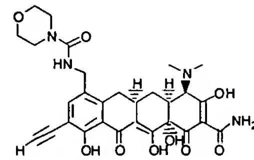
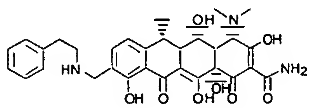
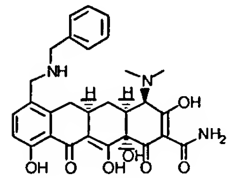
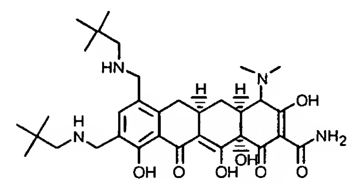
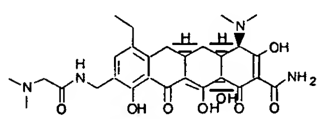
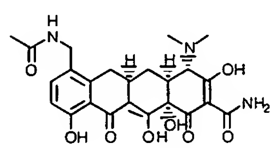
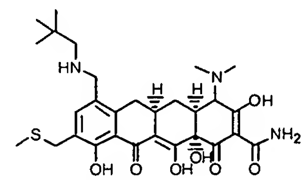
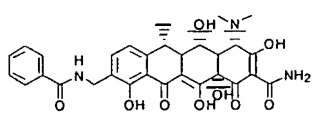
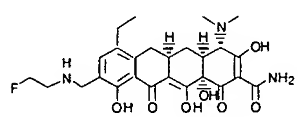
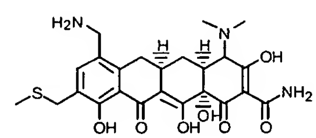
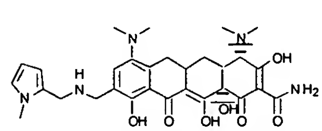
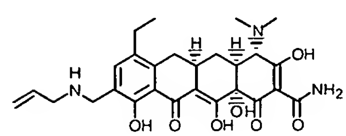
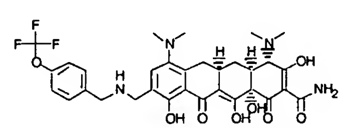
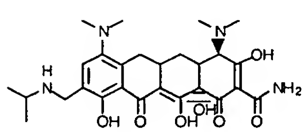
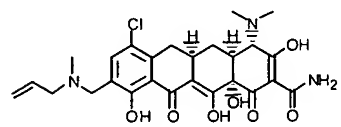
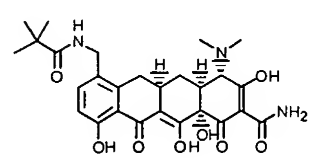
R is substituted or unsubstituted alkyl, alkenyl, alkynyl, halogen, alkoxy; and

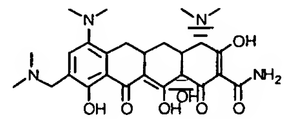
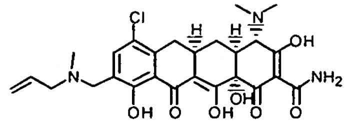
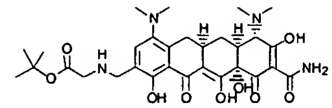
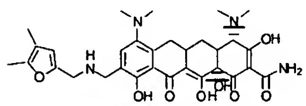
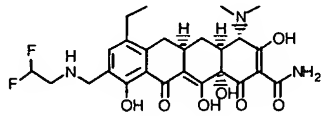
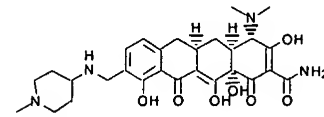
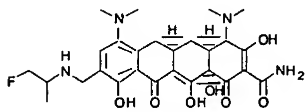
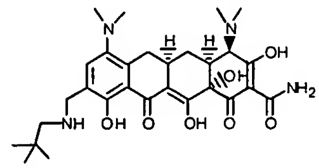
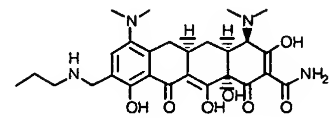
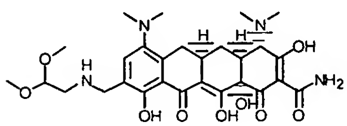
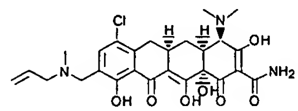
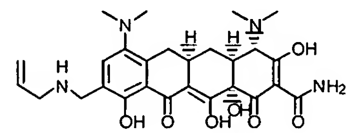
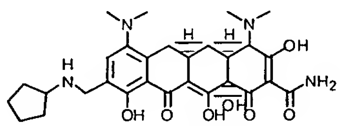
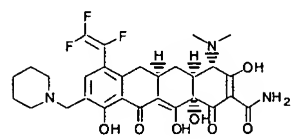
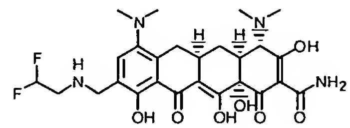
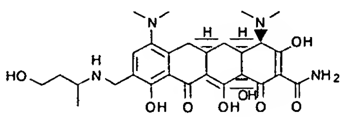
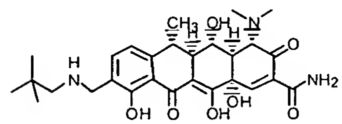
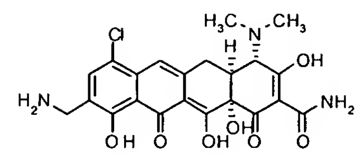
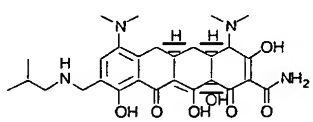
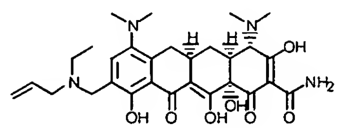
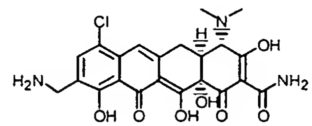
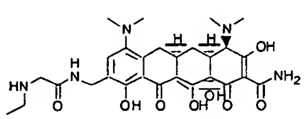
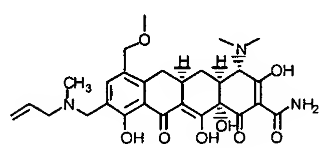
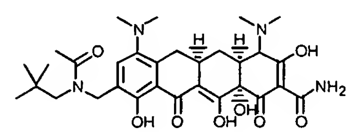
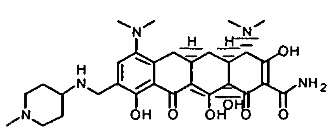
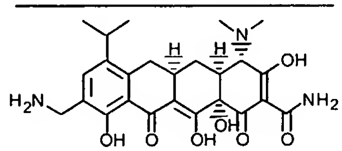
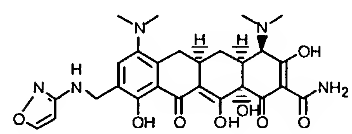
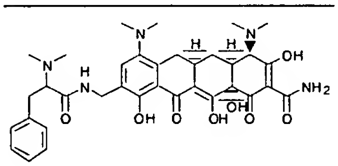
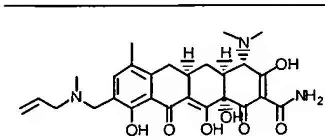
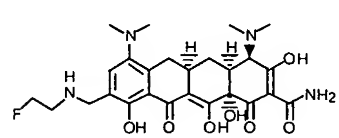
Y is N, O, or S, or pharmaceutically acceptable salts or prodrugs thereof.

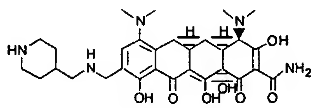
26. (Currently Amended) A tetracycline compound selected from the following: ~~of Table 1,~~

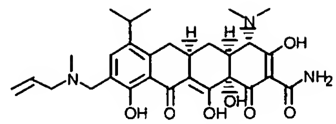


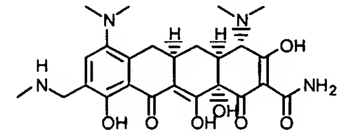

























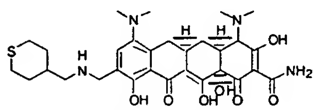

























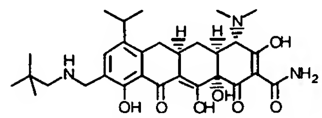































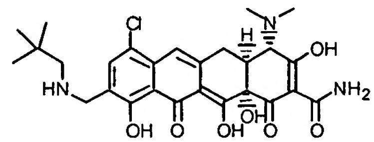


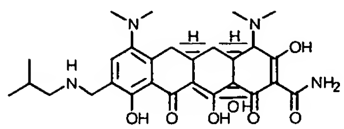


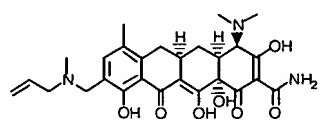


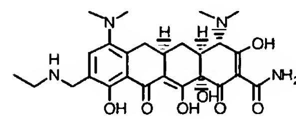


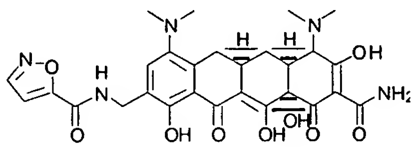


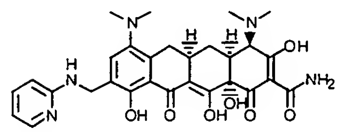


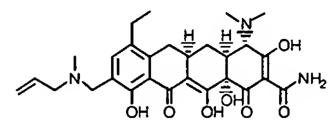


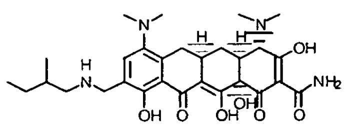


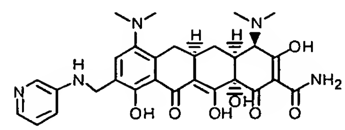


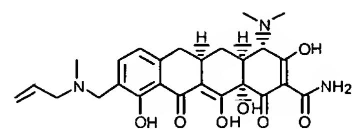


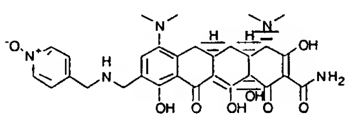


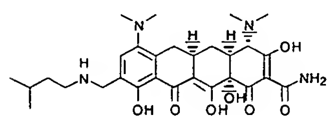


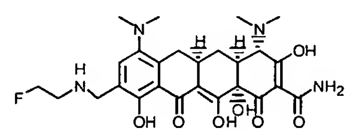


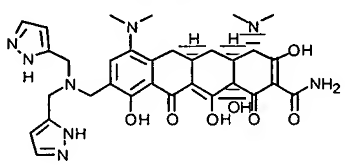


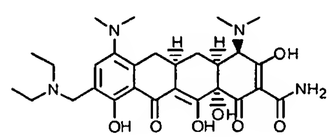


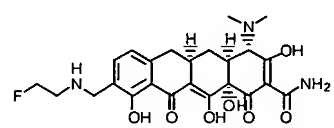


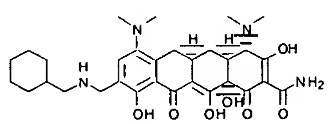


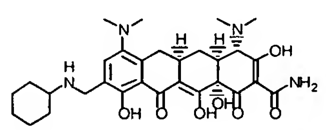


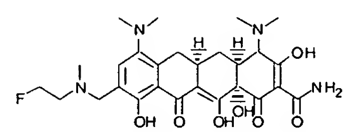


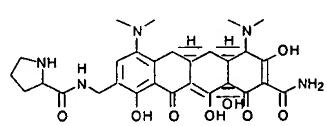


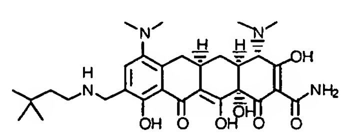


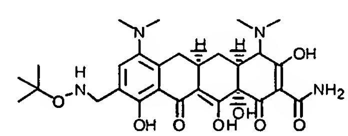


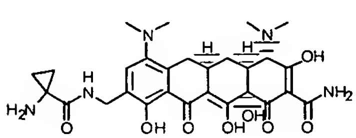


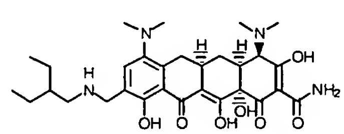


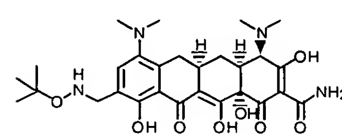


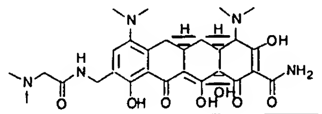
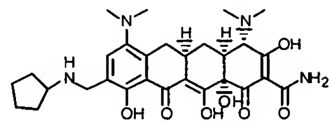
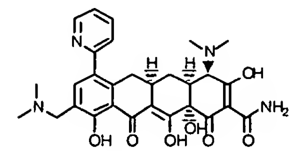
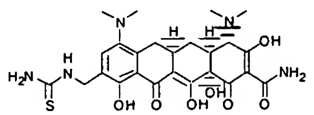
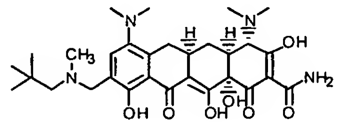
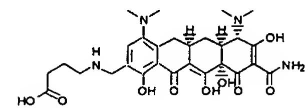
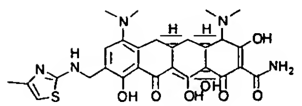
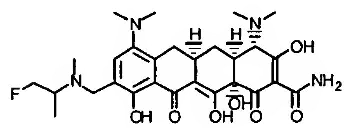
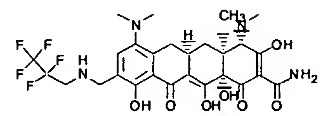
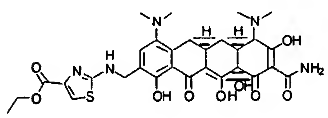
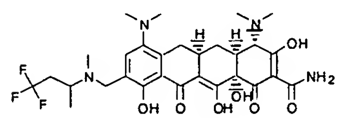
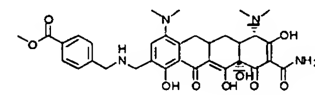
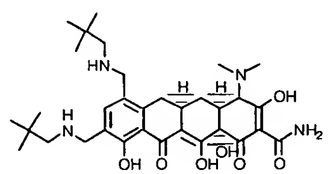
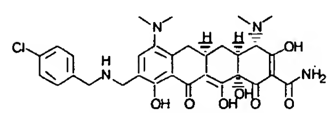
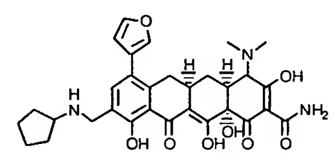
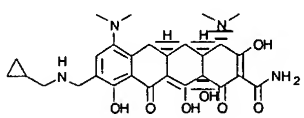
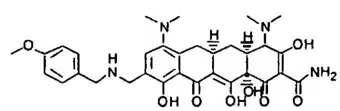
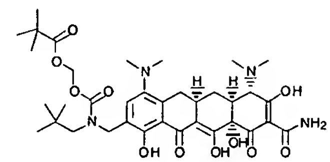
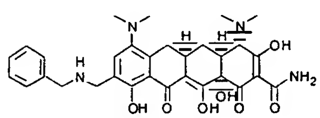
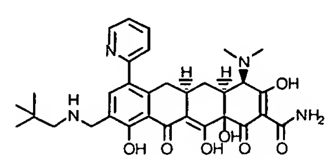
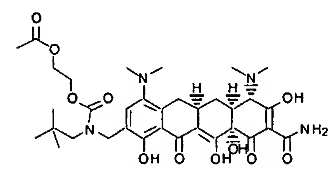
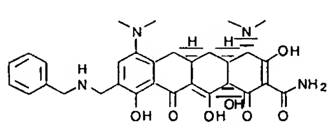
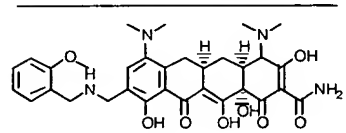
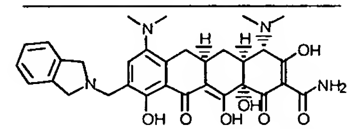
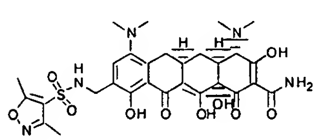
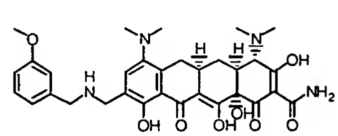
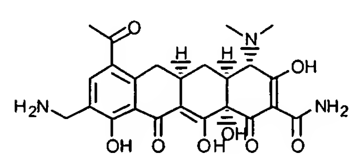


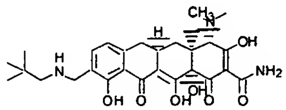
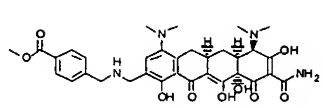
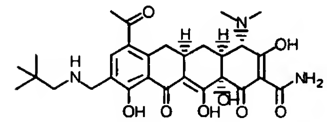
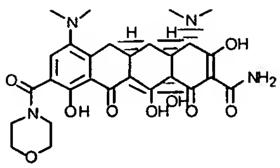
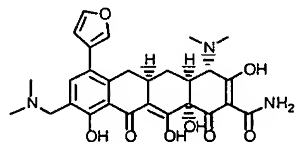
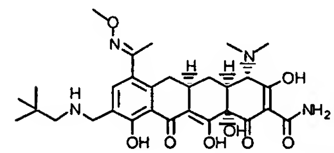
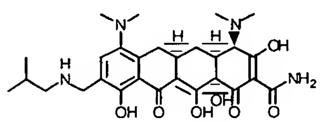
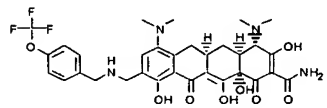
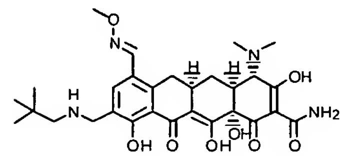
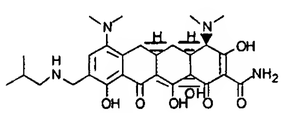
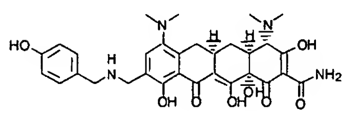
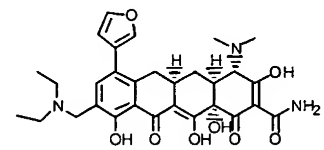
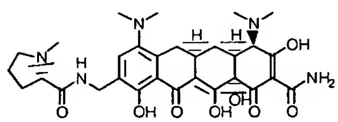
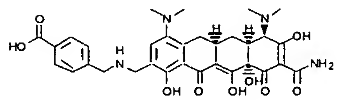
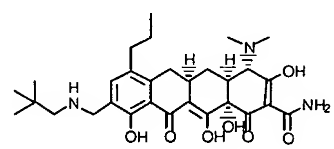
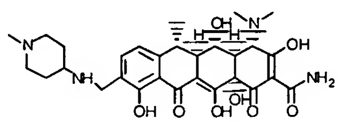
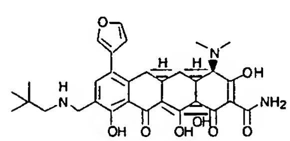
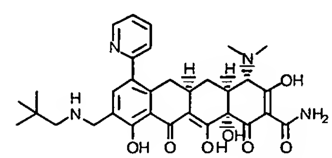
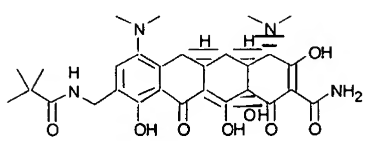
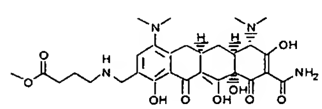
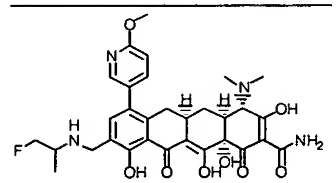
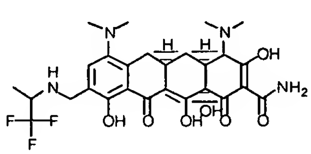
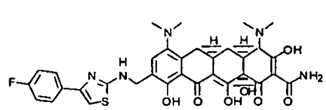
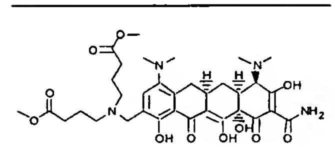
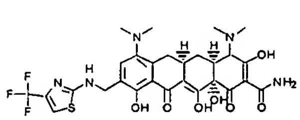
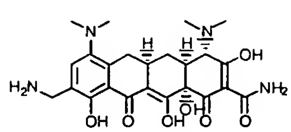
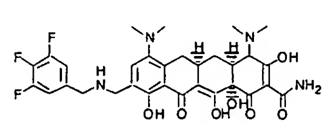


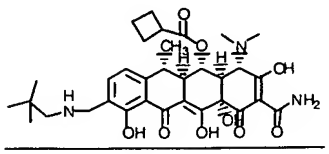
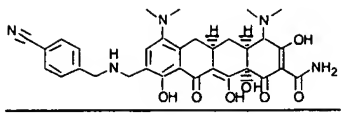
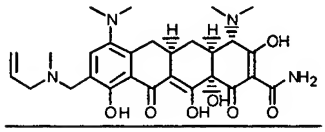
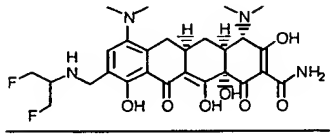
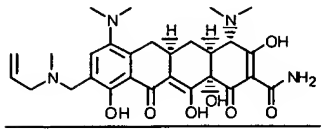
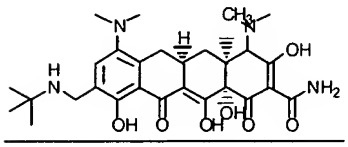
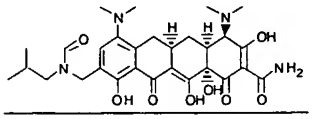
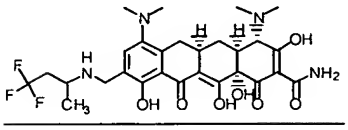
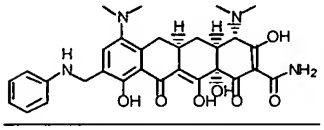
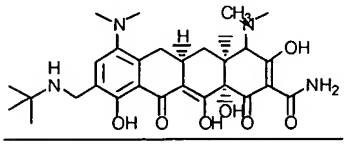
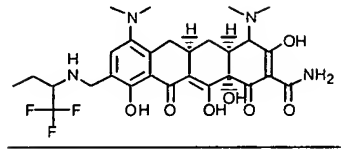






or a pharmaceutically acceptable salt thereof.

27. (Currently Amended) A pharmaceutical composition comprising an effective amount of a tetracycline compound of any one of claims ~~1, 15,~~ 16, 25 or 26, and a pharmaceutically acceptable carrier.

28. (Original) The pharmaceutical composition of claim 27, wherein said effective amount is effective to treat a tetracycline responsive state.

29.-41. (Cancelled)

42. (New) The compound of claim 16, wherein R^7 is dialkylamino.

43. (New) The compound of claim 42, wherein R^7 is dimethylamino.

44. (New) The compound of claim 16 or 24, wherein J^6 is alkyl.

45. (New) The compound of claim 44, wherein said compound is